## AMENDED IN COMMITTEE 05/20/15 ORDINANCE NO. 89-15

FILE NO. 150362

1

3

5

6

4

7 8

9

1011

12

13

14

15

16 17

18

19 20

2122

23

24

25

Ordinance amending Ordinance No. 107-14, to include, in addition to revenue bonds, the execution and delivery of State of California State Water Resources Control Board Installment Sales Agreements for State Revolving Loans by the San Francisco Public Utilities Commission in an aggregate principal amount not to exceed an amount previously authorized of \$819,035,941 to finance the costs of various projects

benefitting the Wastewater Enterprise pursuant to the Charter, including Proposition

E, an amendment to the Charter enacted by the voters on November 5, 2002; and

[Amending Ordinance No. 107-14 - Wastewater Revenue Bond Issuance and Sale - Public

ratifying previous actions taken in connection therewith.

Utilities Commission - Not to Exceed \$819,035,941]

NOTE:

Additions are <u>single-underline italics Times New Roman</u>; deletions are <u>strike-through italics Times New Roman</u>. Board amendment additions are <u>double-underlined</u>; Board amendment deletions are <u>strikethrough normal</u>.

Be it ordained by the People of the City and County of San Francisco:

Section 1. <u>Findings</u>. The Board of Supervisors (the "Board") of the City hereby finds and declares as follows:

A. On November 5, 2002, the voters of the City and County of San Francisco (the "City") approved Proposition E, codified as Article VIIIB of the Charter of the City (the "Charter"), which among other things, authorized the Commission to issue revenue bonds, including notes, commercial paper or other forms of indebtedness, when authorized by ordinance approved by a two-thirds vote of the Board of Supervisors, for the purpose of reconstructing, replacing, expanding, repairing or improving water facilities or clean water

facilities, or combinations of water and clean water facilities under the jurisdiction of the Commission; and

- B. The Commission adopted the and in connection therewith, has from time to time issued revenue bonds to finance projects benefitting the Wastewater Enterprise; and
- C. By Resolution No.15-0069 adopted on March 10, 2015 (the "Commission Resolution"), the Commission has determined to execute and deliver one or more State of California Water Resources Control Board Installment Sales Agreements in connection with State Revolving Loans in an aggregate principal amount not to exceed \$819,035,941 (the "State Loans") to finance the costs of all or a portion of certain capital projects described therein benefitting the Wastewater Enterprise (the "Capital Projects" such projects as further described in the Commission Resolution), of costs of issuance and other incidental costs related thereto, and formally has requested this Board of Supervisors to authorize the execution and delivery of Installment Sale Agreements for State Loans for such purposes, pursuant to Section 8B.124 of the Charter, such Commission Resolution and the Installment Sales Contract relating to the State Loans referenced therein being on file with the Clerk of the Board in File No. 150362, which is hereby declared to be a part of this Ordinance as if set forth fully herein; and
- D. The Commission has determined that it is necessary and desirable to make certain additional improvements to the facilities of the Wastewater Enterprise (the "Improvements"), and has further determined to finance the costs of the Improvements through the execution and delivery of the State Loans. The State Loans shall be payable from a pledge of the Net Revenues of the Wastewater Enterprise on a parity with outstanding Bonds of the Wastewater Enterprise, as such terms as defined in that certain Indenture dated as of January 1, 2003, as amended and supplemented (the "Indenture"), between the Commission and U. S. Bank National Association. The Board now desires to authorize the

execution and delivery from time to time of Installment Sales Agreements related to State Loans by the Commission pursuant to said Section 8B.124; provided however, the Commission shall file with the Board of Supervisors any and all certifications required by Section 8B.124 of the Charter prior to the execution and delivery of any Installment Sales Contract related to any State Loans authorized hereby (as further described below); and

- E. Section 8B.124 of the Charter allows for the issuance of revenue bonds or other forms of indebtedness by ordinance approved by two-thirds of the Board, subject to the provision of certain certifications of an independent engineer retained by the Commission and certain certifications by the San Francisco Planning Department, which certifications shall make the findings and determinations set forth in Section 8B.124; and
- F. Pursuant to Ordinance No 107-14, adopted July 2, 2014 the Board has approved related supplemental appropriations totaling \$819,035,941 for the Capital Improvement Program for fiscal years ending 2015 and 2016, including the authorization of the issuance of Wastewater Revenue Bonds; and
- G. The Commission has requested to supplement and amend Ordinance No. 107-14 to authorize the issuance of State Loans, in addition to Wastewater Revenue Bonds, in either case, in an aggregate principal amount not to exceed \$819,035,941.
- H. Section 2. Ordinance No. 107-14 is Amended and Supplemented. Ordinance No. 107-14 is hereby amended and supplemented to provide for the execution and deliver of State Loans, in addition to the issuance of Wastewater Revenue Bonds authorized in Ordinance 107-14, to finance the costs of projects benefitting the Wastewater Enterprise (such projects being further described in Commission Resolution 14-0032, adopted by the Commission on February 11, 2014); provided however that the Commission shall not be authorized to issued any such indebtedness in an aggregate principal amount exceeding \$819,035,941.

Section 3. Approval of the Installment Sales Agreements for State Loans. Subject to the terms of this Ordinance, the Commission is hereby authorized to enter into Installment Sales Agreements with the State Water Resources Control Board pursuant to Section 8B. 124 of the Charter to finance a portion of the design, acquisition and construction of the Capital Projects (including the costs of issuance for such obligations) and other incidental costs relating thereto; and the Board hereby approves the execution and delivery of such Installment Sales Agreements for State Loans from time to time by the Commission pursuant to Section 8B. 124 of the Charter in accordance with the Commission Resolution, in an aggregate principal amount not to exceed \$819,035,941 (inclusive of financing costs), at a maximum rate or rates of interest of not to exceed twelve percent (12%) per annum and for a term not to exceed 30 years from the date of the execution of any Installment Sales Agreement, or from such other date as otherwise provided in the Agreement. The Commission is hereby authorized to determine the timing, amount and manner of each Installment Sales Contract executed pursuant to this authorization; provided however, the Commission's authorization to enter into any Installment Sales Agreements is subject to the filing with the Clerk of the Board any certifications required by Proposition E prior to the issuance of any bonds herein authorized.

Section 5. <u>General Authority</u>. The Controller, Treasurer, the City Attorney and other officers of the City and their duly authorized deputies and agents are hereby authorized and directed, jointly and severally, to take such actions and to execute and deliver such certificates, agreements, requests or other documents, as they may deem necessary or desirable to facilitate the execution and delivery of any Installment Sales Agreements in connection with State Loans, to obtain title and other insurance with respect to the facilities to be financed, and otherwise to carry out the provisions of this Ordinance. <u>Any such</u> actions are solely intended to further the purposes of this Ordinance, and are subject in all

1	
2	
3	
4	
5	
6	
7	
8	
9	
10	
11	
12	
13	
14	
15	
16	
17	
18	
19	
20	
21	
22	
23	
24	

respects to the terms of this Ordinance. No such actions shall increase the risk to the City or require the City to spend any resources not otherwise granted herein. Final versions of any such documents, if any, presented to this Board shall be provided to the Clerk of the Board of Supervisors for inclusion in the official file within 30 days of execution of the Installment Sales Agreements by all parties.

Section 6. Ratification of Prior Actions. All actions authorized and directed by <u>and consistent with</u> this Ordinance and heretofore taken are hereby ratified, approved and confirmed by this Board.

Section 7. <u>File Documents</u>. All documents referred to as on file with the Clerk of the Board are in File No. <u>150362</u>.

Section 8. <u>Effective Date</u>. Pursuant to Section 2.105 of the Charter, this Ordinance shall take effect immediately upon its adoption.

APPROVED AS TO FORM.

DENNIS J. HERRERA, City Attorney

Deputy City Attorney

n:\financ\as2015\1300183\01017647.doc



## City and County of San Francisco **Tails**

City Hall 1 Dr. Carlton B. Goodlett Place San Francisco, CA 94102-4689

## **Ordinance**

File Number:

150362

Date Passed: June 09, 2015

Ordinance amending Ordinance No. 107-14, to include, in addition to revenue bonds, the execution and delivery of State of California State Water Resources Control Board Installment Sales Agreements for State Revolving Loans by the San Francisco Public Utilities Commission in an aggregate principal amount not to exceed an amount previously authorized of \$819,035,941 to finance the costs of various projects benefitting the Wastewater Enterprise pursuant to the Charter, including Proposition E, an amendment to the Charter enacted by the voters on November 5, 2002; and ratifying previous actions taken in connection therewith.

May 20, 2015 Budget and Finance Sub-Committee - AMENDED, AN AMENDMENT OF THE WHOLE BEARING SAME TITLE

May 20, 2015 Budget and Finance Sub-Committee - RECOMMENDED AS AMENDED

June 02, 2015 Board of Supervisors - PASSED, ON FIRST READING

Ayes: 11 - Avalos, Breed, Campos, Christensen, Cohen, Farrell, Kim, Mar, Tang, Wiener and Yee

June 09, 2015 Board of Supervisors - FINALLY PASSED

Ayes: 11 - Avalos, Breed, Campos, Christensen, Cohen, Farrell, Kim, Mar, Tang, Wiener and Yee

File No. 150362

I hereby certify that the foregoing Ordinance was FINALLY PASSED on 6/9/2015 by the Board of Supervisors of the City and County of San Francisco.

> Angela Calvillo Clerk of the Board

**Date Approved**